

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|--------------------------------------|
| In re: |) | |
| |) | |
| |) | Chapter 11 |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | Objection Deadline: June 10, 2005 |
| |) | Hearing: June 27, 2005 at 12:00 noon |

NOTICE OF FILING OF
THIRD QUARTERLY INTERIM FEE APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Third Quarterly Interim Fee Application for Compensation and Reimbursement of Expenses Incurred for the Period October 1, 2004 through December 31, 2004 seeking payment in the amount of \$21,300.00 in fees and \$53.00 in expenses for a total of \$21,353.00 (the "Application").

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").


Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **March 15, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena,

Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

By: 
Roger Frankel, *admitted pro hac vice*
Richard H. Wyrton, *admitted pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Co-Counsel to David T. Austern, Future
Claimants Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)
Co-Counsel to David T. Austern, Future Claimants
Representative

Dated: February 23, 2005

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|--------------------------------------|
| In re: |) | |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Chapter 11 |
| |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | Objection Deadline: June 10, 2005 |
| |) | Hearing: June 27, 2005 at 12:00 noon |

**COVER SHEET TO THIRD QUARTERLY INTERIM FEE APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004**

SUMMARY SHEET

| | | | |
|---|---|--------------------|-----------------------|
| Name of Applicant: | David T. Austern, Future Claimants Representative (the "FCR") | | |
| Authorized to Provide Professional Services to: | Not Applicable | | |
| Date of Retention: | As of May 24, 2004 (pursuant to this Court's Order entered September 27, 2004) | | |
| Period for which Compensation and Reimbursement is sought: | October 1, 2004 – December 31, 2004 | | |
| Amount of Compensation sought as Actual Reasonable and Necessary: | \$21,300.00 | | |
| Amount of Expense Reimbursement sought as Actual, Reasonable and Necessary: | \$ 53.00 | | |
| This is a | ___ monthly | <u> x </u> interim | ___ final application |

PRIOR APPLICATIONS FILED

The FCR was retained effective as of May 24, 2004, pursuant to this Court's Order entered September 27, 2004. The FCR has filed the following fee applications: Eighth interim fee application for the period December 1-31, 2004 in the amount of \$3,080.00 (80% of \$3,850.00) in fees and \$14.00 in expenses; seventh interim fee application for the period November 1-30, 2004 in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses; sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses; fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses; FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses; third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses; second interim fee application for the period June 1-30, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; and the first interim fee application for the period May 25-31, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

FCR

| <u>Name of Professional Person</u> | <u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u> | <u>Hourly Billing Rate (including changes)</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|---|---|---|----------------------------------|----------------------------------|
| David T. Austern | Future Claimants Representative | \$500.00 | 42.60 | \$21,300.00 |
| Total | | | 42.60 | \$21,300.00 |

Total Fees: \$21,300.00
Total Hours: 42.60
Blended Rate: \$21,300.00

COMPENSATION BY PROJECT CATEGORY

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|--------------------------------|---------------------------|--------------------------|
| Insurance | 42.60 | \$21,300.00 |
| TOTAL | 42.60 | \$21,300.00 |

EXPENSE SUMMARY

| <u>Expense Category</u> | <u>Total</u> |
|--------------------------------|---------------------|
| Parking | \$53.00 |
| TOTAL | \$53.00 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|---|
| |) | |
| In re: |) | |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Chapter 11 |
| |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | Objection Deadline: June 10, 2005 |
| |) | Hearing: June 27, 2005 at 12:00 noon |

**THIRD QUARTERLY INTERIM FEE APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004**

Pursuant to 11 U.S.C. §§ 330 and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Code"), and this Court's Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order"), David T. Austern, the Future Claimants Representative ("FCR") hereby submits this third quarterly interim application (the "Third Quarterly Interim Application") for an allowance of (i) compensation for professional services rendered to W.R. Grace & Co. and its affiliates (collectively, the "Debtors") for the period of October 1, 2004 through December 31, 2004 (the "Interim Period"), and (ii) the reimbursement of expenses incurred during the same period.

By this Third Quarterly Fee Application the FCR seeks the interim allowance of compensation in the amount of \$21,300.00 and reimbursement of actual and necessary expenses in the amount of \$53.00 for a total of \$21,300.00, or 100% of all compensation and expense reimbursement requested, for the period October 1, 2004 through December 31, 2004 (the "Interim Period"). In support of this Second Quarterly Interim Application, the FCR respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. 1334.

Background

2. On April 2, 2001 (the "Petition Date"), the Debtors filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. By an Order dated May 24, 2004, the Court appointed the FCR for the above captioned cases, a copy of which is attached hereto as Exhibit A.

Monthly Fee Applications Covered Herein

4. Simultaneously with the filing of this Third Quarterly Fee Application, the October, November, and December monthly fee applications of the FCR are being filed with the Court pursuant to the Administrative Order.

5. The FCR filed its Sixth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period October 1-31, 2004 (the "Sixth Monthly") requesting \$9,300.00 in fees and \$39.00 in expenses simultaneously with the filing of this Third Quarterly. The deadline to file objections expires March 15, 2005; if no objections are filed with respect to the Sixth Monthly, a Certificate of No Objection will be filed promptly with the Court. The Sixth Monthly is attached hereto as Exhibit B.

6. The FCR filed its Seventh Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period November 1-30, 2004 (the "Fourth Monthly") requesting \$8,150.00 in fees and no expenses simultaneously with the filing of this Third Quarterly. The deadline to file objections expires March 15, 2005; if no objections are filed with respect to the Seventh Monthly, a Certificate of No Objection will be filed promptly with the Court. The Seventh Monthly is attached hereto as Exhibit C.

7. The FCR filed its Eighth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Counsel to the FCR for the Period December 1-31, 2004 (the "Eighth Monthly") requesting \$3,850.00 in fees and \$14.00 in expenses simultaneously with the filing of this Third Quarterly. The deadline to file objections expires March 15, 2005; if no objections are filed with respect to the Eighth Monthly, a Certificate of No Objection will be filed promptly with the Court. The Eighth Monthly is attached hereto as Exhibit D.

8. The Sixth, Seventh, and Eighth Monthly filings covered by this Third Quarterly Fee Application contain detailed daily time logs describing the actual and necessary services provided by the FCR during the Interim Period as well as other detailed information to be included in fee applications. Those monthly applications attached hereto as Exhibits B-D are incorporated herein by reference.

Requested Relief

9. By this Third Quarterly Application, the FCR requests that the Court approve the interim allowance of compensation for professionals services rendered and the reimbursement of actual and necessary expenses incurred by the FCR from October 1, 2004 through December 31, 2004. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Interim Period that are being filed with the Court simultaneously with this Third Quarterly and are attached hereto as Exhibits B-D.

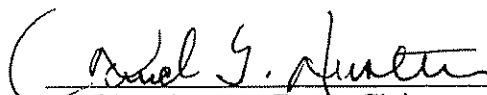
10. At all relevant times, the FCR has been an disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interest of future asbestos claimants.

11. All services for which compensation is requested by the FCR were performed in his capacity as FCR and not on behalf of any Debtor, committee, creditor, or other person.

12. Other than the Debtors' obligation to pay fees and expenses allowed by this Court, the FCR has received no payment and no promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Debtors' cases. There is no agreement or understanding between the FCR and any other person for the sharing of compensation to be received for services rendered in this case.

WHEREFORE, the FCR respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period October 1, 2004 through December 31, 2004, an allowance be made to the FCR in the sum of \$21,300.00 as compensation for reasonable and necessary professional services rendered and in the sum of \$53.00 for the reimbursement of actual and necessary costs and expenses incurred, for a total of \$21,353.00, that the Debtors be authorized and directed to pay to FCR the outstanding amount of such sums, and for such other and further relief as this Court may deem just and proper.

Respectfully submitted,



David T. Austern, Future Claimants Representative
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

Dated: February 18, 2005

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| Debtors. |) | Objection Date: March 15, 2005 at 4:00 p.m. |
| |) | Hearing: Scheduled if Necessary (Negative Notice) |

**COVER SHEET TO SIXTH MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004**

| | |
|---|--|
| Name of Applicant: | David T. Austern, Future Claimants' Representative ("FCR") |
| Authorized to Provide Professional Services to: | the Debtors |
| Date of Retention: | May 25, 2004 (appeal pending in the United States District Court for the District of Delaware) |
| Period for which compensation is sought: | October 1, 2004 through October 31, 2004 |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary: | \$9,300.00 |
| 80% of fees to be paid: | \$7,440.00 ¹ |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$ 39.00 |
| Total Fees @ 80% and 100% Expenses: | \$7,479.00 |

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's sixth interim fee application for the period October 1-31, 2004; the FCR's fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; the FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; the FCR's third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses was filed on November 15, 2004; the FCR's second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; the FCR's first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

COMPENSATION SUMMARY

OCTOBER 2004

| <u>Name of Professional Person</u> | <u>Position of Applicant</u> | <u>Hourly Billing Rate</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|------------------------------------|----------------------------------|----------------------------|---------------------------|---------------------------|
| David T. Austern | Future Claimants' Representative | \$500.00 | 18.60 | \$9,300.00 |
| Grand Total: | | | 18.60 | |
| Blended Rate: | | | \$500.00 | |

Total Fees: \$9,300.00

Total Hours: 18.60

Blended Rate: \$ 500.00

COMPENSATION BY PROJECT CATEGORY

OCTOBER 2004

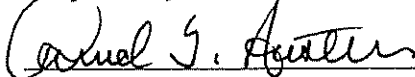
| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|-------------------------|--------------------|-------------------|
| Insurance | 18.60 | \$9,300.00 |
| TOTAL | 18.60 | \$9,300.00 |

EXPENSE SUMMARY

OCTOBER 2004

| <u>Expense Category</u> | <u>Total</u> |
|--------------------------------|---------------------|
| Parking | \$39.00 |
| TOTAL | \$39.00 |

Respectfully submitted,



David T. Austern
Claims Resolution Management Corporation
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

Dated: February 18, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

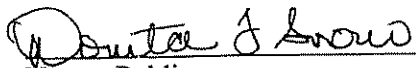
David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 18th DAY OF FEBRUARY, 2005


Notary Public

My commission expires: 7-31-00

| Date | Services | Hours | Rate | Total |
|----------|---|-------|----------|------------|
| 10/4/04 | Meeting re: Grace insurance with S. Levitt, R. Frankel, R. Wyron and others | 1.50 | \$500.00 | \$750.00 |
| 10/7/04 | Meeting with [REDACTED] re: settlement | .80 | \$500.00 | \$400.00 |
| 10/8/04 | Telephone conference ("T/C") with [REDACTED] re settlement (.2); T/C [REDACTED] re: settlement (.1); T/C [REDACTED] re [REDACTED] (.2); T/C Frankel re settlement (.1); T/C [REDACTED] re settlement (.2) | .80 | \$500.00 | \$400.00 |
| 10/11/04 | Series of telephone calls re settlement and scheduling of meeting with [REDACTED] (.1); [REDACTED] (.2); [REDACTED] (.1); [REDACTED] (.2); Frankel (.1); [REDACTED] (.2); [REDACTED] (.2) | 1.10 | \$500.00 | \$550.00 |
| 10/12/04 | Meeting with R. Frankel and R. Wyron re settlement terms | .50 | \$500.00 | \$250.00 |
| 10/14/04 | Settlement meeting with [REDACTED], [REDACTED], [REDACTED] | 5.80 | \$500.00 | \$2,900.00 |
| 10/15/04 | T/C with R. Frankel re settlement (.6); T/C with [REDACTED] and R. Frankel re: settlement (.8) | 1.40 | \$500.00 | \$700.00 |
| 10/19/04 | Preparation of e-mails for positions and scheduling of 10/20 conference calls (.8); T/C Frankel re terms (.2); review of Grace positions and financials (1.1) | 2.10 | \$500.00 | \$1,050.00 |
| 10/20/04 | T/C with [REDACTED], [REDACTED], [REDACTED] R. Frankel and others re: settlement | .30 | \$500.00 | \$150.00 |

| <u>Date</u> | <u>Services</u> | <u>Hours</u> | <u>Rate</u> | <u>Total</u> |
|--------------|---|--------------|-------------|-------------------|
| 10/21/04 | Review of Elliot Associates objection (2); review of Grace proposal and 3 rd Quarter earnings (.7) | .90 | \$500.00 | \$450.00 |
| 10/26/04 | T/C R. Frankel re previous day's hearing (.2); T/C [REDACTED] re strategy (.2); T/C [REDACTED] re settlement (.1); T/C with [REDACTED], [REDACTED] and others re settlement (.6); T/C Frankel re previous call (.1) | 1.20 | \$500.00 | \$600.00 |
| 10/28/04 | T/C J. Radecki, R. Frankel, R. Wyron (.3); T/C with [REDACTED] [REDACTED] (.7); review of settlement proposals and terms (.6) | 1.60 | \$500.00 | \$800.00 |
| 10/29/04 | Review of target letters to Grace from Justice Department and subpoenas plus Grace press release (.3); review of federal statutes (.3) | .60 | \$500.00 | \$300.00 |
| TOTAL | | 18.60 | | \$9,300.00 |

EXPENSE SUMMARY
DAVID T. AUSTERN/W.R. GRACE & CO.
OCTOBER 2004

| <u>Date</u> | <u>Expense</u> | <u>Description</u> |
|-------------|----------------|--------------------|
| 10/04/04 | \$14.00 | Parking |
| 10/07/04 | \$ 8.00 | Parking |
| 10/14/04 | \$17.00 | Parking |

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|---|
| In re: |) | Chapter 11 |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| Debtors. |) | Objection Date: March 15, 2005 at 4:00 p.m. |
| |) | Hearing: Scheduled if Necessary (Negative Notice) |

COVER SHEET TO SEVENTH MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004

| | |
|--|---|
| Name of Applicant: | David T. Austern, Future Claimants' Representative ("FCR") |
| Authorized to Provide Professional Services to: | the Debtors |
| Date of Retention: | May 25, 2004 (appeal pending in the United States District Court for the District of Delaware) |
| Period for which compensation is sought: | November 1, 2004 through November 30, 2004 |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary: | \$8,150.00 |
| 80% of fees to be paid: | \$6,520.00 ¹ |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$ 0.00 |
| Total Fees @ 80% and 100% Expenses: | \$6,520.00 |

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: interim X monthly final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's seventh interim fee application for the period November 1-30, 2004; the FCR's sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses is being filed simultaneously herewith; the FCR's fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; the FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; the FCR's third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses is being filed simultaneously herewith; the FCR's second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; the FCR's first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

COMPENSATION SUMMARY

NOVEMBER 2004

| <u>Name of Professional Person</u> | <u>Position of Applicant</u> | <u>Hourly Billing Rate</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|------------------------------------|----------------------------------|----------------------------|---------------------------|---------------------------|
| David T. Austern | Future Claimants' Representative | \$500.00 | 16.30 | \$8,150.00 |
| Grand Total: | | | 16.30 | |
| Blended Rate: | | | \$500.00 | |

Total Fees: \$8,150.00
Total Hours: 16.30
Blended Rate: \$ 500.00

COMPENSATION BY PROJECT CATEGORY

NOVEMBER 2004

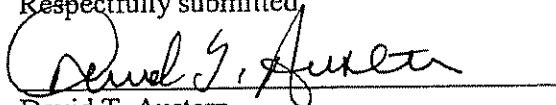
| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|-------------------------|--------------------|-------------------|
| Insurance | 16.30 | \$8,150.00 |
| TOTAL | 16.30 | \$8,150.00 |

EXPENSE SUMMARY

NOVEMBER 2004

| <u>Expense Category</u> | <u>Total</u> |
|--------------------------------|---------------------|
| No Expenses | \$0.00 |
| TOTAL | \$0.00 |

Respectfully submitted,



David T. Austern
Claims Resolution Management Corporation
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

Dated: February 18 2005

Feb-23-05 10:45 From-C R M C

703-205-6240

T-610 P 002/002 F-861

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:


David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 23rd DAY OF FEBRUARY, 2005


Notary Public

My commission expires: 3/31/06

EXHIBIT A

DAVID T. AUSTERN/W.R. GRACE & CO.

NOVEMBER 2004

FEE SUMMARY

| <u>Date</u> | <u>Services</u> | <u>Hours</u> | <u>Rate</u> | <u>Total</u> |
|-------------|---|--------------|-------------|--------------|
| 11/1/04 | T/C re settlement with [REDACTED] re: [REDACTED] (0.7); T/C R. Frankel, [REDACTED] re: settlement plans (.3) | 1.00 | \$500.00 | \$500.00 |
| 11/2/04 | T/C [REDACTED] and [REDACTED] re: settlement (.5); T/C J. Radecki re [REDACTED] (.2); review of CIBC memorandum re: [REDACTED] (.8); T/C J. Radecki and R. Frankel re [REDACTED] (.3); meeting with [REDACTED] (.6) | 2.40 | \$500.00 | \$1,200.00 |
| 11/3/04 | Analysis of [REDACTED] model then e-mail to asbestos committees re same | .90 | \$500.00 | \$450.00 |
| 11/4/04 | T/C [REDACTED] (.3); T/C [REDACTED] (.1); T/C [REDACTED] (.2); T/C [REDACTED] (.2) -- all re proposed settlement | .80 | \$500.00 | \$400.00 |
| 11/5/04 | Meeting with [REDACTED] re [REDACTED] proposal (.8); e-mail to asbestos committees re [REDACTED] proposal (.3); T/C [REDACTED] re same (.2) | 1.30 | \$500.00 | \$650.00 |
| 11/7/04 | T/C [REDACTED] (.1), J. [REDACTED] (.2), [REDACTED] (.2) -- all in reference to Grace proposal | .50 | \$500.00 | \$250.00 |
| 11/11/04 | Review of Property Damage Committee objections to criminal case against Grace indemnification motions | .40 | \$500.00 | \$200.00 |
| 11/12/04 | Review of strategy re debtor Plan filing and Swidler Berlin insurance memoranda and data | 2.30 | \$500.00 | \$1,150.00 |

| <u>Date</u> | <u>Services</u> | <u>Hours</u> | <u>Rate</u> | <u>Total</u> |
|--------------|--|--------------|-------------|-------------------|
| 11/15/04 | T/C R. Frankel re strategy (.2); preparation of e-mails to [REDACTED] re strategy (.4) | .60 | \$500.00 | \$300.00 |
| 11/16/04 | T/C R. Frankel re Plan documents filed by debtor (.2) and review of Plan documents (4.7) | 4.90 | \$500.00 | \$2,450.00 |
| 11/17/04 | Review of [REDACTED] action (.3); T/C with Frankel (.2) and Siegel (.1) re same | .60 | \$500.00 | \$300.00 |
| 11/30/04 | T/C E. [REDACTED] re settlement (.2); T/C R. Frankel re same (.4) | .60 | \$500.00 | \$300.00 |
| TOTAL | | 16.30 | | \$8,150.00 |

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|---|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| Debtors. |) | Objection Date: March 15, 2005 at 4:00 p.m. |
| |) | Hearing: Scheduled if Necessary (Negative Notice) |

COVER SHEET TO EIGHTH MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 2004 THROUGH DECEMBER 30, 2004

| | |
|--|---|
| Name of Applicant: | David T. Austern, Future Claimants' Representative ("FCR") |
| Authorized to Provide Professional Services to: | the Debtors |
| Date of Retention: | May 25, 2004 (appeal pending in the United States District Court for the District of Delaware) |
| Period for which compensation is sought: | December 1, 2004 through December 31, 2004 |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary: | \$3,850.00 |
| 80% of fees to be paid: | \$3,080.00 ¹ |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$ 14.00 |
| Total Fees @ 80% and 100% Expenses: | \$3,094.00 |

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's eighth interim fee application for the period December 1-31, 2004; the FCR's seventh interim fee application for the period November 1-30, 2004, in the amount of \$6,520.00 (80% of \$8,150.00) in fees and no expenses is being filed simultaneously herewith; the FCR's sixth interim fee application for the period October 1-31, 2004, in the amount of \$7,440.00 (80% of \$9,300.00) in fees and \$39.00 in expenses is being filed simultaneously herewith; the FCR's fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; the FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; the FCR's third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses is being filed simultaneously herewith; the FCR's second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; the FCR's first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

COMPENSATION SUMMARY

DECEMBER 2004

| <u>Name of Professional Person</u> | <u>Position of Applicant</u> | <u>Hourly Billing Rate</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|------------------------------------|----------------------------------|----------------------------|---------------------------|---------------------------|
| David T. Austern | Future Claimants' Representative | \$500.00 | 7.70 | \$3,850.00 |
| Grand Total: | | | 7.70 | \$3,850.00 |
| Blended Rate: | | | \$500.00 | |

Total Fees: \$3,850.00

Total Hours: 7.70

Blended Rate: \$ 500.00

COMPENSATION BY PROJECT CATEGORY

DECEMBER 2004

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|-------------------------|--------------------|-------------------|
| Insurance | 7.70 | \$3,850.00 |
| TOTAL | 7.70 | \$3,850.00 |

EXPENSE SUMMARY

DECEMBER 2004

| <u>Expense Category</u> | <u>Total</u> |
|--------------------------------|---------------------|
| Parking | \$14.00 |
| TOTAL | \$14.00 |

Respectfully submitted,



David T. Austern
Claims Resolution Management Corporation
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

Dated: February 18, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)
Jointly Administered

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:


David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 8th DAY OF FEBRUARY, 2005


Notary Public

My commission expires: 7-31-06

EXHIBIT A**DAVID T. AUSTERN/W.R. GRACE & CO.****DECEMBER 2004****FEE SUMMARY**

| <u>Date</u> | <u>Services</u> | <u>Hours</u> | <u>Rate</u> | <u>Total</u> |
|--------------------|---|---------------------|--------------------|---------------------|
| 12/3/04 | Meeting with R. Frankel, R. Wyron re: litigation strategy | 1.10 | \$500.00 | \$ 550.00 |
| 12/7/04 | T/C [REDACTED] re [REDACTED] | .20 | \$500.00 | \$ 100.00 |
| 12/15/04 | T/C [REDACTED] (.1) and R. Frankel (.2) both re [REDACTED], then review of [REDACTED] (1.7) | 2.00 | \$500.00 | \$1,000.00 |
| 12/19/04 | Analysis of debtor's treatment of estimation hearing and treatment (1.1) and T/C R. Frankel re same (.1) | 1.20 | \$500.00 | \$ 600.00 |
| 12/22/04 | Meeting with R. Frankel, R. Wyron re debtor's estimation Plans and objections to Plan and negotiations with other parties (1.4); review of our objections and debtor's Plan (1.8) | 3.20 | \$500.00 | \$1,600.00 |
| TOTAL | | 7.70 | | \$3,850.00 |

EXPENSE SUMMARY

DAVID T. AUSTERN/W.R. GRACE & CO.

DECEMBER 2004

| <u>Date</u> | <u>Expense</u> | <u>Description</u> |
|--------------|----------------|--------------------|
| 12/3/04 | \$14.00 | Parking |
| TOTAL | \$14.00 | |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|-------------------------|
| In re: |) | |
| |) | |
| |) | Chapter 11 |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | |
| |) | |

VERIFICATION

STATE OF VIRGINIA, TO WIT:


David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants Representative appointed by the Court in these cases
2. I have reviewed the Third Quarterly Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 18th DAY OF FEBRUARY, 2005


Notary Public

My commission expires: 7-31-06

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|-------------------------|
| In re: |) | |
| |) | |
| W.R. GRACE & CO., <u>et al.</u> |) | Chapter 11 |
| |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| Debtors. |) | |
| |) | |

**ORDER GRANTING THIRD QUARTERLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS REPRESENTATIVE FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR THE
TIME PERIOD OCTOBER 1, 2004 THROUGH DECEMBER 31, 2004**

David T. Austern, the Future Claimants Representative (the "FCR"), in the above captioned debtors and debtors-in-possession (the "Debtors"), filed his Third Quarterly Interim Application for allowance of compensation and reimbursement of expenses for the time period October 1, 2004 through December 31, 2004 (the "Second Quarterly Application"). The Court has reviewed the Third Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334; and (b) notice of the Third Quarterly Application, and any hearing on the Second Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Third Quarterly Application. Accordingly, it is hereby

ORDERED that the Third Quarterly Application of the FCR is GRANTED on an interim basis. The Debtors shall pay to the FCR the sum of \$21,300.00 as compensation and \$53.00 as reimbursement for expenses for a total of \$21,353.00 for services rendered and disbursements incurred by the FCR for the period October 1, 2004 through December 31, 2004, less any amounts which may have been previously paid in connection with the FCR's monthly fee applications for this period.

Dated: _____

United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18 and on February 23, 2005, I caused a copy of the *Notice, Cover Sheet, Third Quarterly Fee Application of David T. Austern, Future Claimants Representative for Compensation and Reimbursement of Expenses Incurred for the Period October 1, 2004 through December 31, 2004, Exhibits A-D, Verification and proposed Order* to be served upon those persons listed in the attached Service List No. 1 in the manner so indicated and a copy of the *Notice and Cover Sheet* to be sent by first class mail, postage prepaid, to the parties on the attached Service List No. 2.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin LLP

SERVICE LIST

NO. 1

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Regular Mail

Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Federal Express

Frank J. Perch, Esquire
Office of the United States Trustee
844 King Street, Room 2311
Wilmington, DE 19801

Federal Express and Email: feeaudit@whsmithlaw.com

Warren H. Smith
Warren H. Smith & Associates
Republic Center
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Dallas, TX 75201

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Secretary of State
Division of Corporations
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Environmental Enforcement Section
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David D. Tawil, Esquire
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William H. Patrick
Heller, Draper, Hayden, Patrick & Horn, L.L.C.
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